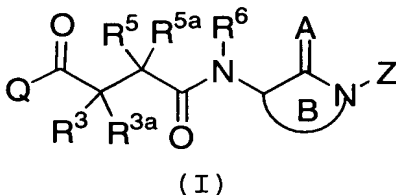


CLAIMS

What is claimed is:

5 1. A compound of Formula (I):



10 or a pharmaceutically acceptable salt or prodrug thereof,  
wherein:

A is O or S;

15 Q is -NR<sup>1</sup>R<sup>2</sup>;

R<sup>1</sup>, at each occurrence, is independently selected from:

H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>;

20 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>1b</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>1b</sup>; and

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle

25 is substituted with 0-3 R<sup>1b</sup>;

R<sup>1a</sup>, at each occurrence, is independently selected from H,

C<sub>1</sub>-C<sub>6</sub> alkyl Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>1b</sup>;

30 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>1b</sup>; and

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle

is substituted with 0-3 R<sup>1b</sup>;

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~~R<sup>16</sup>~~, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

5 R<sup>2</sup> is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub>  
carbocycle, C<sub>6</sub>-C<sub>10</sub> aryl, and 5 to 10 membered  
heterocycle containing 1 to 4 heteroatoms selected  
from nitrogen, oxygen, and sulphur;

~~10  $R^3$  is  $-(CR^7R^7a)_n-R^4$ ,  
 $-(CR^7R^7a)_n-S-(CR^7R^7a)_m-R^4$ ,  
 $-(CR^7R^7a)_n-O-(CR^7R^7a)_m-R^4$ ,  
 $-(CR^7R^7a)_n-N(R^7b)-(CR^7R^7a)_m-R^4$ ,  
 $-(CR^7R^7a)_n-S(=O)-(CR^7R^7a)_m-R^4$ ,  
15  $-(CR^7R^7a)_n-S(=O)_2-(CR^7R^7a)_m-R^4$ ,  
 $-(CR^7R^7a)_n-C(=O)-(CR^7R^7a)_m-R^4$ ,  
 $-(CR^7R^7a)_n-N(R^7b)C(=O)-(CR^7R^7a)_m-R^4$ ,  
 $-(CR^7R^7a)_n-C(=O)N(R^7b)-(CR^7R^7a)_m-R^4$ ,  
 $-(CR^7R^7a)_n-N(R^7b)S(=O)_2-(CR^7R^7a)_m-R^4$ , or  
20  $-(CR^7R^7a)_n-S(=O)_2N(R^7b)-(CR^7R^7a)_m-R^4$ ;~~

$n$  is 0, 1, 2, or 3;

$m$  is 0, 1, 2, or 3;

25 R<sup>3a</sup> is H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>2</sub>-C<sub>4</sub> alkenyl  
or C<sub>2</sub>-C<sub>4</sub> alkenyloxy;

R<sup>4</sup> is H, OH, OR<sup>14a</sup>,  
30 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
35 5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and

R<sup>4a</sup>, at each occurrence, is independently selected from is  
H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>4b</sup>;

R<sup>5</sup> is H, OR<sup>14</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

5 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
10 C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

R<sup>6</sup> is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>6a</sup>;  
15 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>6b</sup>; or  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>6b</sup>;

R<sup>6a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>,  
20 aryl or CF<sub>3</sub>;

R<sup>6b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl,  
C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

25 R<sup>7</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

30 R<sup>7a</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H and C<sub>1</sub>-C<sub>4</sub> alkyl;

35 Ring B is a 7 membered lactam or thiolactam,  
wherein the lactam or thiolactam is saturated,  
partially saturated or unsaturated;

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NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

- 5 R<sup>11</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>,  
C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
10 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>11b</sup>;  
15 R<sup>11a</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>;  
phenyl substituted with 0-3 R<sup>11b</sup>;  
20 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>11b</sup>; and  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>11b</sup>;  
25 R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
30 C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

Z is H;

- C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
35 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, -C(=O)NR<sup>15</sup>R<sup>16</sup>,  
CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl,  
SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN,  
NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, or  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

5 R<sup>16</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

10 R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

15 R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

20 R<sup>18</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

25 R<sup>19</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

30 provided, when R<sup>13</sup> is H, then Z is H;

C<sub>4</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

35 C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R<sup>10</sup>)-6,6,7,7-tetra(R<sup>11</sup>)-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R<sup>13</sup> is H; then



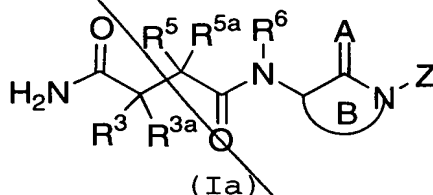
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R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>,  
S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>; or  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>;

5 R<sup>10a</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>.

2. A compound, according to Claim 1, of Formula (Ia):



or a pharmaceutically acceptable salt or prodrug thereof,  
15 wherein:

Z is H;

C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

20 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>.

3. A compound according to Claim 2 of Formula (Ia)  
wherein:

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25 R<sup>3</sup> is -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-R<sup>4</sup>,  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-O-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>, or  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>;

30 n is 0, 1, or 2;

m is 0, 1, or 2;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy,  
35 ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

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R<sup>4</sup> is H, OH, OR<sup>14a</sup>,

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

10 sulphur, wherein said 5 to 10 membered heterocycle

is substituted with 0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from is

H, F, Cl, Br, I, CF<sub>3</sub>,

15 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

20 sulphur, wherein said 5 to 10 membered heterocycle

is substituted with 0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H,

OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,

25 S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub>

haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;

C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;

30 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

5 to 10 membered heterocycle containing 1 to 4

35 heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle

is substituted with 0-3 R<sup>5c</sup>;

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cont<sup>5</sup>  
R<sup>5a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub>  
haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>6</sup> is H, methyl, or ethyl;

R<sup>7</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl,  
propyl, and butyl;

Ring B is a 7 membered lactam or thiolactam,  
wherein the lactam or thiolactam is saturated,  
partially saturated or unsaturated;  
wherein each additional lactam carbon or thiolactam  
carbon is substituted with 0-2 R<sup>11</sup>; and,  
optionally, the lactam or thiolactam contains a  
heteroatom selected from, -O-, -S-, -S(=O)-, -  
S(=O)<sub>2</sub>-, -N=, -NH-, and -N(R<sup>10</sup>)-;

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additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-3 R<sup>13</sup>;

additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R<sup>13</sup>;

additionally, two R<sup>11</sup> substituents on the same or adjacent carbon atoms may be combined to form a C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>13</sup>;

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-2 R<sup>10a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, or CF<sub>3</sub>;

R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

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C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>11b</sup>;

R<sup>11a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>,  
CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl,  
SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

Z is H;  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl,  
SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN,  
NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

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R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

5 R<sup>16</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

10 R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

15 R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

20 R<sup>18</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

25 R<sup>19</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-.

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4. A compound according to Claim 3 of Formula (Ia) wherein:

30 R<sup>3</sup> is -(CHR<sup>7</sup>)<sub>n</sub>-R<sup>4</sup>,

n is 0 or 1;

35 R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R<sup>4</sup> is H, OH, OR<sup>14a</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2 R<sup>4a</sup>,

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C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>;

10 R<sup>4a</sup>, at each occurrence, is independently selected from is  
H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
15 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>;

20 R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub>  
haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

25 R<sup>5</sup> is H, OR<sup>14</sup>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

30 R<sup>5a</sup> is H, methyl, ethyl, propyl, or butyl;

35 R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br,  
I, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
phenyl substituted with 0-3 R<sup>5c</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and

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sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

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R<sup>6</sup> is H;

R<sup>7</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>, methyl, and ethyl;

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Ring B is a 7 membered lactam or thiolactam, wherein the lactam or thiolactam is saturated, partially saturated or unsaturated; wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R<sup>11</sup>; and, optionally, the lactam or thiolactam contains a

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heteroatom selected from -N=, -NH-, and -N(R<sup>10</sup>)-;

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additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-2 R<sup>13</sup>;

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additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-2 R<sup>13</sup>;

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additionally, two R<sup>11</sup> substituents on the same or adjacent carbon atoms may be combined to form a C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>13</sup>;

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>;



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5 C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;  
phenyl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>10b</sup>;

10 R<sup>10a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>,  
CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

15 R<sup>10b</sup>, at each occurrence, is independently selected from H,  
OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, or CF<sub>3</sub>;

20 R<sup>11</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, =O, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>,  
C(=O)OR<sup>17</sup>, CF<sub>3</sub>;

25 C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-6 carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>11b</sup>;

30 R<sup>11a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl  
substituted with 0-3 R<sup>11b</sup>;

35 R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy,  
C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is H;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

5 R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl,  
and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

10 R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN,  
NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>4</sub> alkyl, or C<sub>2</sub>-C<sub>4</sub> alkoxyalkyl;

15 R<sup>15</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-,  
and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

20 R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

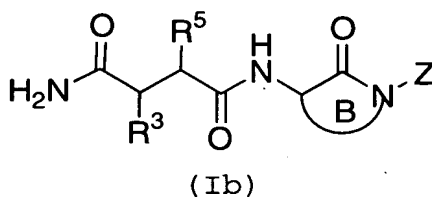
25 R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl,  
ethoxymethyl, methoxyethyl, ethoxyethyl,  
phenyl substituted by 0-3 R<sup>17a</sup>, or  
-CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

30 R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and  
phenethyl;

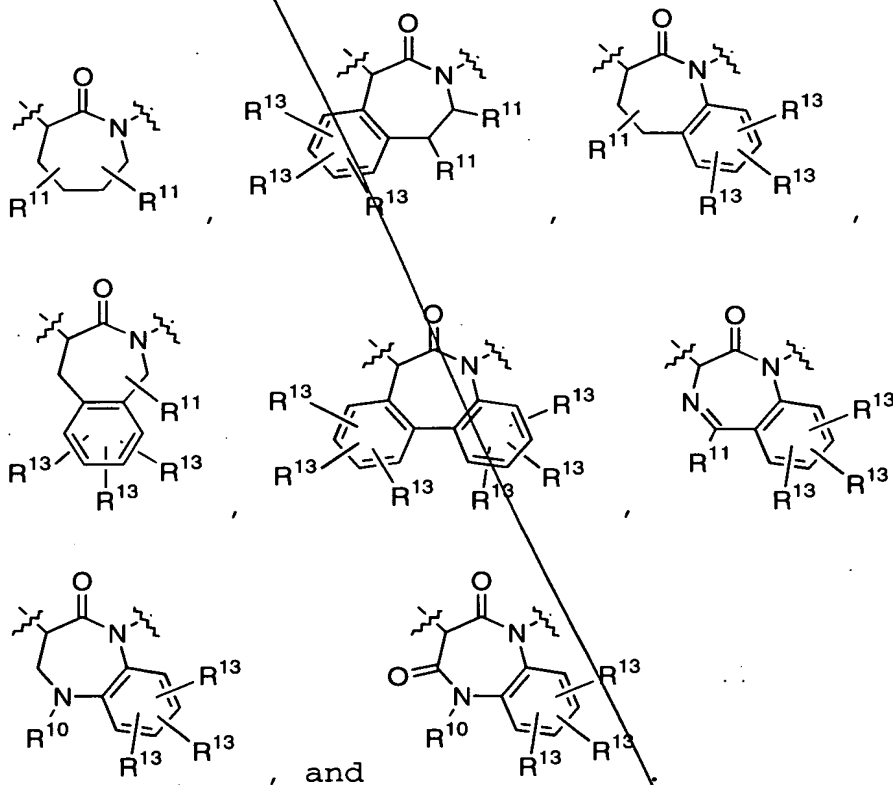
35 R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl.

5. A compound of Claim 4 of Formula (Ib):

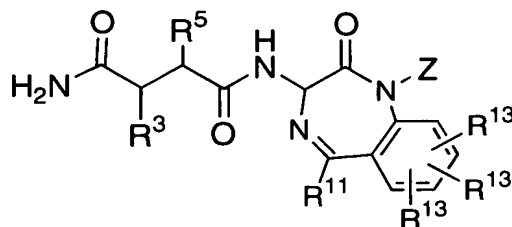


or a pharmaceutically acceptable salt or prodrug thereof  
wherein:

10 Ring B is selected from:



6. A compound according to Claim 5 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt or prodrug thereof wherein

R<sup>3</sup> is R<sup>4</sup>,

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from  
H, F, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

$R^{5b}$ , at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl,  $\text{CF}_3$ ,  $\text{OR}^{14}$ ,  $=\text{O}$ ;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;

\phenyl substituted with 0-3 R<sup>5c</sup>; or

5\ to 6 membered heterocycle containing 1 to 4

Heteroatoms selected from nitrogen, oxygen, and

1 sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyll, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

$R^{5c}$ , at each occurrence, is independently selected from H,

OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,

S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,

ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

$R^{11}$ , at each occurrence, is independently selected from

$$\text{H, =O, NR}^{18}\text{R}^{19}, \text{CF}_3;$$

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;

phenyl substituted with 0-3 R<sup>11b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; and

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperaziny1, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

$R^{11a}$ , at each occurrence, is independently selected from H,

C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, Cl, =O, NR<sup>15</sup>R<sup>16</sup>, \CF<sub>3</sub>, or phenyl

substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

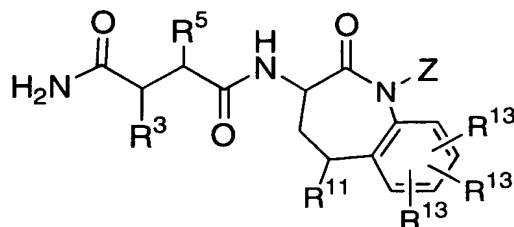
R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

7. A compound according to Claim 5 of Formula (Id):



(Id)

5 or a pharmaceutically acceptable salt or prodrug thereof  
wherein:

R<sup>3</sup> is R<sup>4</sup>,

10 R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

15 R<sup>4a</sup>, at each occurrence, is independently selected from  
H, F, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
20 sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
25 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
30 ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;

5 C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

10 substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

15

R<sup>5c</sup>, at each occurrence, is independently selected from H,

OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,

S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,

ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

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R<sup>11</sup>, at each occurrence, is independently selected from

H, =O, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;

phenyl substituted with 0-3 R<sup>11b</sup>;

25

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6

30

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

35

R<sup>11a</sup>, at each occurrence, is independently selected from H,

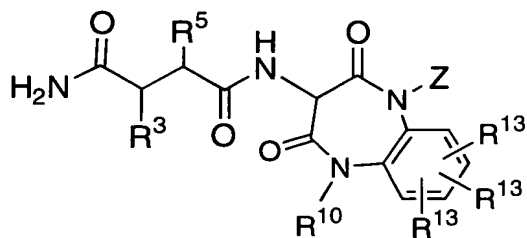
C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, Cl, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl

substituted with 0-3 R<sup>11b</sup>;



- 5  $R^{11b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1$ - $C_2$  haloalkyl, and  $C_1$ - $C_2$  haloalkoxy;
- 10 Z is H;  
 $C_1$ - $C_4$  alkyl substituted with 0-3  $R^{12a}$ ;  
 $C_2$ - $C_4$  alkenyl substituted with 0-3  $R^{12a}$ ; or  
 $C_2$ - $C_4$  alkynyl substituted with 0-3  $R^{12a}$ ;
- 15  $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=O)CH_3$ ,  $S(=O)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1$ - $C_2$  haloalkyl, and  $C_1$ - $C_2$  haloalkoxy;
- 20  $R^{13}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- 25  $R^{14}$  is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- 30  $R^{15}$ , at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- $R^{16}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;
- 35  $R^{18}$ , at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- $R^{19}$ , at each occurrence, is independently selected from H, methyl, and ethyl.

8. A compound according to Claim 5 of Formula (Ie):



(Ie)

5 or a pharmaceutically acceptable salt or prodrug thereof  
wherein:

R<sup>3</sup> is R<sup>4</sup>,

10 R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

15 R<sup>4a</sup>, at each occurrence, is independently selected from  
H, F, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
20 sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
25 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
30 ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H,

OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,

S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,

ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;

phenyl substituted with 0-4 R<sup>10b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>10a</sup>, at each occurrence, is independently selected from H,

methyl, ethyl, propyl, butyl, OR<sup>14</sup>, Cl, F, =O, NR<sup>15</sup>R<sup>16</sup>,

CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

5 Z is H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

10 R<sup>12a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

15 R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

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R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

25

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

30

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

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R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

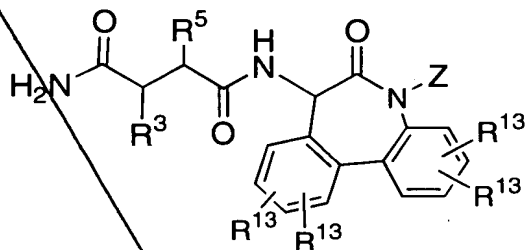
R<sup>18</sup>, at each occurrence, is independently selected from

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A4  
Cont

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

9. A compound according to Claim 5 of Formula (If):



(If)

or a pharmaceutically acceptable salt or prodrug thereof wherein:

R<sup>3</sup> is R<sup>4</sup>,

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

5

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

10 R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;  
phenyl substituted with 0-3 R<sup>5c</sup>; or

15 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
20 pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
25 S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is H;

30 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
35 S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

5 R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

10 R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-S(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

15 R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

20 R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

10. A compound, according to one of Claims 6, 7, 8, or 9, wherein:

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R<sup>3</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
-CH<sub>2</sub>(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
-CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
-CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)=CH<sub>2</sub>, -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
30 -CH<sub>2</sub>CH<sub>2</sub>CH=CH<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>C(CH<sub>3</sub>)=CH<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>);  
-C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>),  
cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,  
35 cyclohexyl-CH<sub>2</sub>-, cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-,  
cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-,  
cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-, phenyl-CH<sub>2</sub>-,

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cont

- (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>-,  
 (2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>-,  
 (2,3-diF-phenyl)CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>-,  
 (2,5-diF-phenyl)CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>-,  
 (3,4-diF-phenyl)CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>-,  
 (2,3-diCl-phenyl)CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>-,  
 (2,5-diCl-phenyl)CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>-,  
 (3,4-diCl-phenyl)CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>-,  
 (3-F-4-Cl-phenyl)CH<sub>2</sub>-, (3-F-5-Cl-phenyl)CH<sub>2</sub>-,  
 (3-Cl-4-F-phenyl)CH<sub>2</sub>-, phenyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, or (3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 R<sup>5</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>,  
 -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
 trans-CH<sub>2</sub>CH=CH(C<sub>6</sub>H<sub>5</sub>), -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>, cis-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>,  
 trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
 trans-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>(C<sub>6</sub>H<sub>5</sub>),  
 -C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 -CH<sub>2</sub>CH<sub>2</sub>C≡CH, -CH<sub>2</sub>CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡CH, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,  
 cyclohexyl-CH<sub>2</sub>-, (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>-,  
 (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>-,  
 cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-,



Sub  
A3  
cont

5 cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-,  
(2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-,  
phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>-, furanyl-CH<sub>2</sub>-, thienyl-CH<sub>2</sub>-,  
pyridyl-CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>-,  
isoxazolyl-CH<sub>2</sub>-,  
10 phenyl-CH<sub>2</sub>CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, furanyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,  
pyridyl-CH<sub>2</sub>CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,  
isoxazolyl-CH<sub>2</sub>CH<sub>2</sub>-.

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl,  
s-butyl, t-butyl, or allyl;

15 R<sup>10</sup> is H, methyl, ethyl, phenyl, benzyl, phenethyl,  
4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, or  
20 (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-;

R<sup>11</sup>, at each occurrence, is independently selected from  
H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,  
4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
25 3-F-phenyl, (3-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
2-F-phenyl, (2-F-phenyl)CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
3-Cl-phenyl, (3-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
30 3-CH<sub>3</sub>-phenyl, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R<sup>13</sup>, at each occurrence, is independently selected from  
35 H, F, Cl, OH, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, or -CF<sub>3</sub>.

B4  
cont

11. A compound according to Claim 2 selected from:

B4  
cont<sup>5</sup>  
~~(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

~~(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;~~

10 ~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

15 ~~(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

20 ~~(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;~~

25 ~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;~~

~~(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;~~

30 ~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;~~

~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-propyl-butanediamide;~~

35 ~~(2R) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-butanediamide;~~

(2R,3S) N1-[1,3-dihydro-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

10 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

15 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

20 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

25 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2S,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

35 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

B4  
cont  
5 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

10 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

15 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

20 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

25 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-morpholino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(dimethylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-methyl-N-phenylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

35 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-piperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

B4  
cont

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

10 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-4-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

15 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-methoxy-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

20 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-3-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopropylmethyl)-butanediamide;

25 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

35 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

B4  
cont  
/ (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

5 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butanediamide;

10 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

15 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

20 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

25 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

35 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

B4  
cont  
(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanedi-  
amide;

5 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butane-  
di-  
amide;

10 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[benzyl]-butane-  
di-  
amide;

15 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butane-  
di-  
amide;

20 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butane-  
di-  
amide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-methylpropyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butane-  
di-  
amide;

25 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butane-  
di-  
amide;

30 (2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butane-  
di-  
amide;

35 (2R,3S) N1-[1,3-dihydro-1-propyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butane-  
di-  
amide;

B<sup>4</sup>  
cont  
(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

5 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallyl-butanediamide;

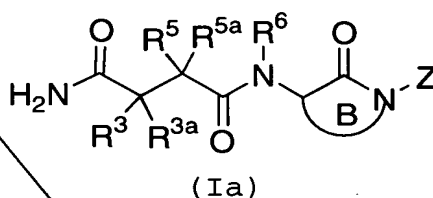
(2R,3S) N1-[6,7-dihydro-5-methyl-6-oxo-5H-dibenz[b,d]azepin-7-yl]-2-(2-methylpropyl)-3-allyl-butanediamide; and

10

(2R,3S) N1-[1,3,4,5-tetrahydro-1,5-dimethyl-2,4-dioxo-2H-1,5-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide.

15

Sub  
A<sup>6</sup>  
12. A compound, according to Claim 1, of Formula (Ia):



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

25 Z is C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

30 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;



provided, when  $R^{13}$  is H,

then Z is  $C_4-C_8$  alkyl substituted with 1-3  $R^{12}$ ;

$C_2-C_4$  alkenyl substituted with 1-3  $R^{12}$ ; or

$C_2-C_4$  alkynyl substituted with 1-3  $R^{12}$ ; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-  
( $R^{10}$ )-6,6,7,7-tetra( $R^{11}$ )-2,4-dioxo-2H-1,5-diazepin-3-yl  
core, and  $R^{13}$  is H; then

10  $R^{10}$  is H,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ,  $C(=O)NR^{18}R^{19}$ ,

$S(=O)_2NR^{18}R^{19}$ ,  $S(=O)_2R^{17}$ ; or

$C_1-C_6$  alkyl optionally substituted with 0-3  $R^{10a}$ ;

$R^{10a}$ , at each occurrence, is independently selected from

15 H,  $C_1-C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =O, CN,  $NO_2$ ,

$NR^{15}R^{16}$ , and  $CF_3$ .

13. A compound according to Claim 12 of Formula (Ia)  
wherein:

$R^3$  is  $-(CR^7R^{7a})_n-R^4$ ,

$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$ ,

$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$ , or

25  $-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$ ;

n is 0, 1, or 2;

m is 0, 1, or 2;

30  $R^{3a}$  is H, OH, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

$R^4$  is H, OH,  $OR^{14a}$ ,

35  $C_1-C_6$  alkyl substituted with 0-3  $R^{4a}$ ,

$C_2-C_6$  alkenyl substituted with 0-3  $R^{4a}$ ,

$C_2-C_6$  alkynyl substituted with 0-3  $R^{4a}$ ,

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5  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from is  
H, F, Cl, Br, I, CF<sub>3</sub>,

10 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
15 is substituted with 0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub>  
20 haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;  
25 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
30 heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

35

R<sup>5b</sup>, at each occurrence, is independently selected from:

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H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

5 5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

10 R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub>  
haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

15 R<sup>6</sup> is H, methyl, or ethyl;

R<sup>7</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl, and C<sub>1</sub>-C<sub>4</sub>  
alkyl;

20 R<sup>7a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

25 R<sup>7b</sup> is independently selected from H, methyl, ethyl,  
propyl, and butyl;

Ring B is a 7 membered lactam,

wherein the lactam is saturated, partially saturated  
or unsaturated;

30 wherein each additional lactam carbon is substituted  
with 0-2 R<sup>11</sup>; and,  
optionally, the lactam contains a heteroatom selected  
from -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -N=, -NH-, and -  
N(R<sup>10</sup>)-;

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additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-3 R<sup>13</sup>;

5 additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl  
10 fused radical is substituted with 0-3 R<sup>13</sup>;

additionally, two R<sup>11</sup> substituents on the same or adjacent carbon atoms may be combined to form a C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>13</sup>;

15 R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-2 R<sup>10a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>;  
20 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

25 R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

30 R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, or CF<sub>3</sub>;

35 R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>; C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;

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5 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>11b</sup>;

10 R<sup>11a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>,  
CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

15 R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub>  
haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

20 Z is C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

30 R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

35 R<sup>12b</sup>, at each occurrence, is independently selected from

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H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

- 5 R<sup>13</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;
- R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl;
- 10 R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;
- 15 R<sup>16</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;
- 20 R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;
- 25 R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;
- R<sup>18</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and
- 30 R<sup>19</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;
- 35

provided, when R<sup>13</sup> is H,

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then Z is C<sub>4</sub>-C<sub>6</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

5 14. A compound according to Claim 13 of Formula (Ia)  
wherein:

R<sup>3</sup> is -(CHR<sup>7</sup>)<sub>n</sub>-R<sup>4</sup>,

10 n is 0 or 1;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

15 R<sup>4</sup> is H, OH, OR<sup>14a</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
20 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>;

25 R<sup>4a</sup>, at each occurrence, is independently selected from is  
H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
30 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>;

35 R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,

~~S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;~~

~~R<sup>5</sup> is H, OR<sup>14</sup>;~~

~~C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>5b</sup>;~~

~~C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;~~

~~C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;~~

~~R<sup>5a</sup> is H, methyl, ethyl, propyl, or butyl;~~

~~R<sup>5b</sup>, at each occurrence, is independently selected from:~~

~~H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br,  
I, =O;~~

~~C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;~~

~~phenyl substituted with 0-3 R<sup>5c</sup>; or~~

~~5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>5c</sup>;~~

~~R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub>  
haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;~~

~~R<sup>6</sup> is H;~~

~~R<sup>7</sup>, at each occurrence, is independently selected from H,  
F, CF<sub>3</sub>, methyl, and ethyl;~~

~~Ring B is a 7 membered lactam,~~

~~wherein the lactam is saturated, partially saturated  
or unsaturated;~~

~~wherein each additional lactam carbon is substituted  
with 0-2 R<sup>11</sup>; and,~~

~~optionally, the lactam contains a heteroatom selected  
from -N=, -NH-, and -N(R<sup>10</sup>)-;~~



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5 additionally, two  $R^{11}$  substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-2  $R^{13}$ ;

10 additionally, two  $R^{11}$  substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-2  $R^{13}$ ;

15 additionally, two  $R^{11}$  substituents on the same or adjacent carbon atoms may be combined to form a  $C_3$ - $C_6$  carbocycle substituted with 0-2  $R^{13}$ ;

20  $R^{10}$  is H,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ;  
C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1  $R^{10a}$ ;  
phenyl substituted with 0-4  $R^{10b}$ ;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3  $R^{10b}$ ; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3  $R^{10b}$ ;

25  $R^{10a}$ , at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl,  $OR^{14}$ , Cl, F, Br, I, =O, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;

30  $R^{10b}$ , at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , or  $CF_3$ ;

35  $R^{11}$ , at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, =O,  $NR^{18}R^{19}$ ,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ,  $CF_3$ ;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3  $R^{11a}$ ;

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cont

5

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>11b</sup>;

10

R<sup>11a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl  
substituted with 0-3 R<sup>11b</sup>;

15

R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy,  
C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

20

Z is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>;

25

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

30

35

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl,  
and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

B<sup>4</sup>  
cont 5  
R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN,  
NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>4</sub> alkyl, or C<sub>2</sub>-C<sub>4</sub> alkoxyalkyl;

10 R<sup>15</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-,  
and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

15 R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

20 R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl,  
ethoxymethyl, methoxyethyl, ethoxyethyl,  
phenyl substituted by 0-3 R<sup>17a</sup>, or  
-CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

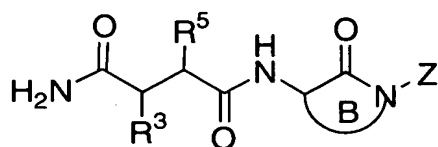
R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

25 R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and  
phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl;

30 provided, when R<sup>13</sup> is H,  
then Z is butyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

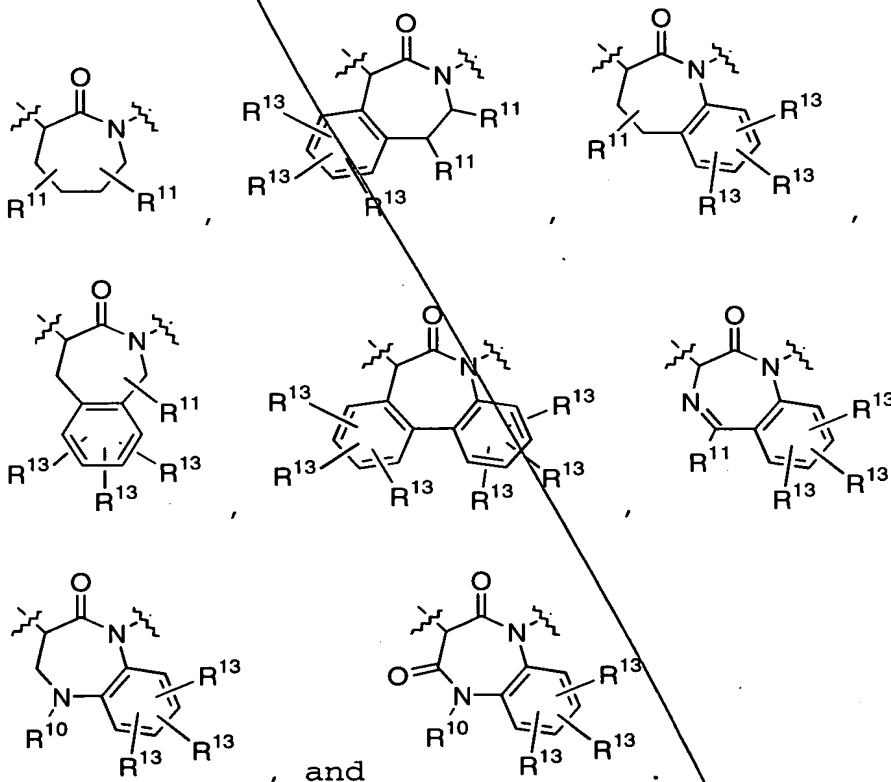
35 15. A compound of Claim 14 of Formula (Ib):



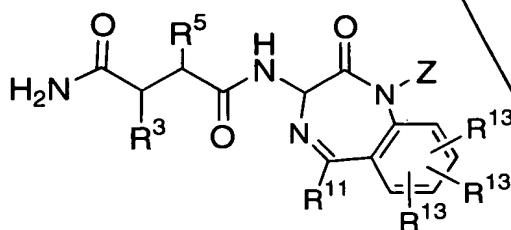
(Ib)

or a pharmaceutically acceptable salt or prodrug thereof  
wherein:

Ring B is selected from:



15    **16.** A compound according to Claim 15 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt or prodrug thereof

wherein

R<sup>3</sup> is R<sup>4</sup>,

5 R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from  
H, F, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

15 sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

20 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,

S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,

25 ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

30 R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

35 5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

5 substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

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cont  
10 R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

15 R<sup>11</sup>, at each occurrence, is independently selected from  
H, =O, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;  
phenyl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
20 substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

25 R<sup>11a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, Cl, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl  
substituted with 0-3 R<sup>11b</sup>;

30 R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl,  
methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub>  
haloalkoxy;

35 Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

5 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,  
Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H,  
methyl, ethyl, propyl, and butyl;

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cont 5

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

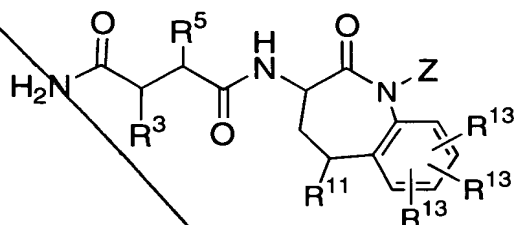
10 R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

provided, when R<sup>13</sup> is H,

then Z is C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or

15 C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

17. A compound according to Claim 15 of Formula (Id):



(Id)

20 or a pharmaceutically acceptable salt or prodrug thereof wherein:

R<sup>3</sup> is R<sup>4</sup>,

25

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

30 R<sup>4a</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or



5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>; C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>; C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from: H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O; C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>; phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>11</sup>, at each occurrence, is independently selected from

H, =O, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;

phenyl substituted with 0-3 R<sup>11b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or

5 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6  
10 membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>11a</sup>, at each occurrence, is independently selected from H,  
15 C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, Cl, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl  
substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl,  
20 methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub>  
haloalkoxy;

Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
25 C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
30 sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
35 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12</sup>, at each occurrence, is independently selected from

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,  
Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H,  
methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, benzyl,  
phenethyl, methyl-C(=O)-, ethyl-C(=O)-,  
methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and  
phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl.

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[illegible]N#CC(=O)C(R3)C(R5)C(=O)NC(=O)N1C(=O)N(R10)C2=C(C=C(C=C2)R13)N1C(=O)N2C(=O)N(R13)C=C(R13)C=C2

(Ie)

$$\mathbb{R}^3 \text{ is } \mathbb{R}^4,$$

5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

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S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;  
phenyl substituted with 0-3 R<sup>5c</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>;  
C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;  
phenyl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

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AS  
cont

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R<sup>10a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, OR<sup>14</sup>, Cl, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

10 Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
15 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,  
20 pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12</sup>, at each occurrence, is independently selected from  
25 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,  
30 pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

35 R<sup>12b</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

5 R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,  
Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

10 R<sup>15</sup>, at each occurrence, is independently selected from H,  
methyl, ethyl, propyl, and butyl;

15 R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, benzyl,  
phenethyl, methyl-C(=O)-, ethyl-C(=O)-,  
methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

20 R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl,  
ethoxymethyl, methoxyethyl, ethoxyethyl,  
phenyl substituted by 0-3 R<sup>17a</sup>, or  
-CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

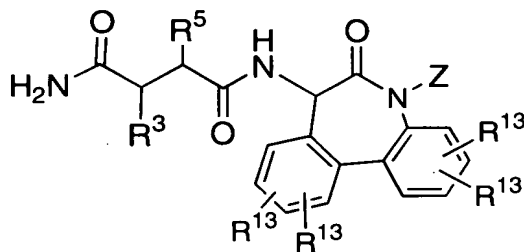
25 R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and  
phenethyl; and

30 R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl.

provided, when R<sup>13</sup> is H,  
then Z is C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
35 C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

19. A compound according to Claim 15 of Formula (If):



(If)

or a pharmaceutically acceptable salt or prodrug thereof  
 5 wherein:

R<sup>3</sup> is R<sup>4</sup>,

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
 10 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from  
 H, F, CF<sub>3</sub>,  
 15 C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
 phenyl substituted with 0-3 R<sup>4b</sup>, or  
 5 to 6 membered heterocycle containing 1 to 4  
 heteroatoms selected from nitrogen, oxygen, and  
 sulphur, wherein said 5 to 6 membered heterocycle is  
 20 substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6  
 membered heterocycle is selected from pyridinyl,  
 pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
 pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

25 R<sup>4b</sup>, at each occurrence, is independently selected from H,  
 OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
 S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
 ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

30 R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;



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R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;  
phenyl substituted with 0-3 R<sup>5c</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

10 R<sup>12b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

15 R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

20 R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from

25 H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

30 R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from

35 H, methyl, and ethyl.

provided, when R<sup>13</sup> is H, then Z is C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>, or

20. A compound according to one of Claims 16, 17, 18, 19, wherein:

5 R<sup>3</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH<sub>2</sub>(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
 -CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
 -CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)=CH<sub>2</sub>, -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
 10 -CH<sub>2</sub>CH<sub>2</sub>CH=CH<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>C(CH<sub>3</sub>)=CH<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
 cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
 trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>);  
 -C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>),  
 cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,  
 15 cyclohexyl-CH<sub>2</sub>-, cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-, phenyl-CH<sub>2</sub>-,  
 (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>-,  
 (2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>-,  
 20 (2,3-diF-phenyl)CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>-,  
 (2,5-diF-phenyl)CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>-,  
 (3,4-diF-phenyl)CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>-,  
 (2,3-diCl-phenyl)CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>-,  
 (2,5-diCl-phenyl)CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>-,  
 25 (3,4-diCl-phenyl)CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>-,  
 (3-F-4-Cl-phenyl)CH<sub>2</sub>-, (3-F-5-Cl-phenyl)CH<sub>2</sub>-,  
 (3-Cl-4-F-phenyl)CH<sub>2</sub>-, phenyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 30 (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 35 (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, or (3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,

R<sup>1</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>,  
 5 -CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>,  
 -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
 trans-CH<sub>2</sub>CH=CH(C<sub>6</sub>H<sub>5</sub>), -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>, cis-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>,  
 trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
 10 trans-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>(C<sub>6</sub>H<sub>5</sub>),  
 -C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 -CH<sub>2</sub>CH<sub>2</sub>C≡CH, -CH<sub>2</sub>CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡CH, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,  
 15 cyclohexyl-CH<sub>2</sub>-, (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>-,  
 (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>-,  
 cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 20 phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,  
 (4-F-phenyl)CH<sub>2</sub>-, furanyl-CH<sub>2</sub>-, thienyl-CH<sub>2</sub>-,  
 pyridyl-CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>-,  
 isoxazolyl-CH<sub>2</sub>-,  
 phenyl-CH<sub>2</sub>CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 25 (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, furanyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 pyridyl-CH<sub>2</sub>CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 isoxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,  
  
 Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl,  
 30 2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl,  
 2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,  
 3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,  
 2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,  
 3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,  
 35 3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,  
 3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,  
 4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,

2-CF<sub>3</sub>O-phenyl, 3-CF<sub>3</sub>O-phenyl, 4-CF<sub>3</sub>O-phenyl,  
 furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,  
 4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,  
 1-benzimidazolyl,  
 5 cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,  
 morpholino, N-piperinyl,  
 phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,  
 (4-F-phenyl)CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-,  
 (4-Cl-phenyl)CH<sub>2</sub>-, (2,3-diF-phenyl)CH<sub>2</sub>-,  
 10 (2,4-diF-phenyl)CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>-,  
 (2,6-diF-phenyl)CH<sub>2</sub>-, (3,4-diF-phenyl)CH<sub>2</sub>-,  
 (3,5-diF-phenyl)CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>-,  
 (2,4-diCl-phenyl)CH<sub>2</sub>-, (2,5-diCl-phenyl)CH<sub>2</sub>-,  
 (2,6-diCl-phenyl)CH<sub>2</sub>-, (3,4-diCl-phenyl)CH<sub>2</sub>-,  
 15 (3,5-diCl-phenyl)CH<sub>2</sub>-, (3-F-4-Cl-phenyl)CH<sub>2</sub>-,  
 (3-F-5-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-4-F-phenyl)CH<sub>2</sub>-,  
 (2-MeO-phenyl)CH<sub>2</sub>-, (3-MeO-phenyl)CH<sub>2</sub>-,  
 (4-MeO-phenyl)CH<sub>2</sub>-, (2-Me-phenyl)CH<sub>2</sub>-,  
 (3-Me-phenyl)CH<sub>2</sub>-, (4-Me-phenyl)CH<sub>2</sub>-,  
 20 (2-MeS-phenyl)CH<sub>2</sub>-, (3-MeS-phenyl)CH<sub>2</sub>-,  
 4-MeS-phenyl)CH<sub>2</sub>-, (2-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-,  
 (3-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-, (4-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-,  
 (furanyl)CH<sub>2</sub>-, (thienyl)CH<sub>2</sub>-, (pyridyl)CH<sub>2</sub>-,  
 (2-Me-pyridyl)CH<sub>2</sub>-, (3-Me-pyridyl)CH<sub>2</sub>-,  
 25 (4-Me-pyridyl)CH<sub>2</sub>-, (1-imidazolyl)CH<sub>2</sub>-,  
 (oxazolyl)CH<sub>2</sub>-, (isoxazolyl)CH<sub>2</sub>-,  
 (1-benzimidazolyl)CH<sub>2</sub>-, (cyclopropyl)CH<sub>2</sub>-,  
 (cyclobutyl)CH<sub>2</sub>-, (cyclopentyl)CH<sub>2</sub>-,  
 (cyclohexyl)CH<sub>2</sub>-, (morpholino)CH<sub>2</sub>-, (N-pipridinyl)CH<sub>2</sub>-,  
 30 phenyl-CH<sub>2</sub>CH<sub>2</sub>-, (phenyl)<sub>2</sub>CHCH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 35 (2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,

(2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Cl-4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 5 (2-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (4-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2-MeS-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-MeS-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (4-MeS-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 10 (3-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (furanyl)CH<sub>2</sub>CH<sub>2</sub>-, (thienyl)CH<sub>2</sub>CH<sub>2</sub>-, (pyridyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (4-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (imidazolyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (oxazolyl)CH<sub>2</sub>CH<sub>2</sub>-, (isoxazolyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 15 (benzimidazolyl)CH<sub>2</sub>CH<sub>2</sub>-, (cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-, (cyclopentyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (cyclohexyl)CH<sub>2</sub>CH<sub>2</sub>-, (morpholino)CH<sub>2</sub>CH<sub>2</sub>-, or  
 (N-pipridinyl)CH<sub>2</sub>CH<sub>2</sub>-;

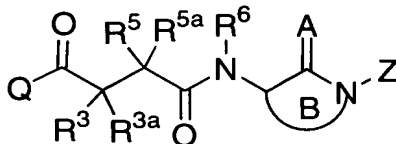
20 R<sup>10</sup> is H, methyl, ethyl, phenyl, benzyl, phenethyl,  
 4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, or  
 25 (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-;

R<sup>11</sup>, at each occurrence, is independently selected from  
 H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,  
 4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 30 3-F-phenyl, (3-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 2-F-phenyl, (2-F-phenyl)CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 3-Cl-phenyl, (3-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 35 3-CH<sub>3</sub>-phenyl, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

9b  
A9  
cont

R<sup>13</sup>, at each occurrence, is independently selected from  
H, F, Cl, OH, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, or -CF<sub>3</sub>.

21. A method for the treatment of neurological disorders  
associated with  $\beta$ -amyloid production comprising  
administering to a host in need of such treatment a  
therapeutically effective amount of a compound of Formula  
(I):



(I)

or a pharmaceutically acceptable salt or prodrug thereof,  
wherein:

A is O or S;

Q is -NR<sup>1</sup>R<sup>2</sup>;

R<sup>1</sup> is OR<sup>14</sup>;

R<sup>2</sup> is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub>  
carbocycle, C<sub>6</sub>-C<sub>10</sub> aryl, and 5 to 10 membered  
heterocycle containing 1 to 4 heteroatoms selected  
from nitrogen, oxygen, and sulphur;

R<sup>3</sup> is -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-O-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S(=O)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S(=O)<sub>2</sub>-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-C(=O)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)C(=O)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-C(=O)N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

~~-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)S(=O)<sub>2</sub>-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>, or  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S(=O)<sub>2</sub>N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>;~~

~~n is 0, 1, 2, or 3;~~

5

~~m is 0, 1, 2, or 3;~~

~~R<sup>3a</sup> is H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>2</sub>-C<sub>4</sub> alkenyl  
or C<sub>2</sub>-C<sub>4</sub> alkenyloxy;~~

10

~~R<sup>4</sup> is H, OH, OR<sup>14a</sup>,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>4b</sup>;~~

20

~~R<sup>4a</sup>, at each occurrence, is independently selected from is  
H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>4b</sup>;~~

30

~~R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;~~

35

~~R<sup>5</sup> is H, OR<sup>14</sup>;~~



C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;  
5 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
10 is substituted with 0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>2</sub>-C<sub>4</sub> alkenyl, or  
C<sub>2</sub>-C<sub>4</sub> alkenyloxy;

15 R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
20 5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

25 R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

30

R<sup>6</sup> is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>6a</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>6b</sup>; or  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>6b</sup>;

35

R<sup>6a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, aryl or CF<sub>3</sub>;

5 R<sup>6b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl,  
C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>7</sup>, at each occurrence, is independently selected from H,  
10 OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

15 R<sup>7b</sup> is independently selected from H and C<sub>1</sub>-C<sub>4</sub> alkyl;

Ring B is a 7 membered lactam or thiolactam, wherein the lactam or thiolactam is saturated, partially saturated or unsaturated; wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R<sup>11</sup>; and, optionally, the lactam contains a heteroatom selected from -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -N=, -NH-, and -N(R<sup>10</sup>)-;

25 additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R<sup>13</sup>;

30 additionally, two R<sup>11</sup> substituents on adjacent atoms may be  
combined to form a 5 to 6 membered heteroaryl fused  
radical, wherein said 5 to 6 membered heteroaryl fused  
radical comprises 1 or 2 heteroatoms selected from N,  
O, and S; wherein said 5 to 6 membered heteroaryl  
35 fused radical is substituted with 0-3 R<sup>13</sup>;

additionally, two R<sup>11</sup> substituents on the same or adjacent carbon atoms may be combined to form a C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>13</sup>;

5 R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>;

C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

10 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

15 R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or aryl substituted with 0-4 R<sup>10b</sup>;

20 R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

25 R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;

30 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;

35

R<sup>11a</sup>, at each occurrence, is independently selected from

H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>;

phenyl substituted with 0-3 R<sup>11b</sup>;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>11b</sup>; and

5 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>11b</sup>;

10 R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

15 Z is H;

C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

20 C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

25 5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

30 R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

35 5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

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- 5 R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, -C(=O)NR<sup>15</sup>R<sup>16</sup>,  
CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;
- 10 R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl,  
SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;
- 15 R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN,  
NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;
- 20 R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, or  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl;
- R<sup>14a</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl;
- 25 R<sup>15</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-,  
and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;
- R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;
- 30 R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl,  
aryl substituted by 0-4 R<sup>17a</sup>, or  
-CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;
- 35 R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy,  
propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>,  
S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

5 R<sup>19</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

provided, when R<sup>13</sup> is H,

10 then Z is H;

C<sub>4</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

15 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-  
(R<sup>10</sup>)-6,6,7,7-tetra(R<sup>11</sup>)-2,4-dioxo-2H-1,5-diazepin-3-yl

20 core, and R<sup>13</sup> is H; then

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>,

S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>, or

C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>;

25

R<sup>10a</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>.

30 **22.** A pharmaceutical composition comprising a compound of  
Claim 1 and a pharmaceutically acceptable carrier.

**23.** A method for the treatment of neurological disorders  
associated with  $\beta$ -amyloid production comprising  
35 administering to a host in need of such treatment a  
therapeutically effective amount of a compound of Claim 1.

sub  
B8

24. A method for inhibiting  $\gamma$ -secretase activity comprising administering to a host in need of such inhibition a therapeutically effective amount of a compound of Claim 1 that inhibits  $\gamma$ -secretase activity.

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